

LAW OFFICES
ALLEN H. HARRISON, JR.
SUITE 706
2009 NORTH 14TH STREET
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309
FAX (703) 524-3035

RECORDATION NO. 12276-E FILED

MAY 08 '01 11:54 AM

~~SURFACE TRANSPORTATION BOARD~~

May 8, 2001

Recordation No. 12276-E

Dear Mr. Williams:

On behalf of State Street Bank and Trust Company, as successor-in-interest to The Connecticut Bank and Trust Company, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Lease Extension ("Extension").

The parties to the Extension are as follows:

State Street Bank and Trust Company, - SUCCESSOR LESSOR
as successor-in-interest to The Connecticut
Bank and Trust Company
2 Avenue de Lafayette
Boston, MA 02111-0124

Maine Central Railroad Company - LESSEE
Iron Horse Park
No. Billerica, MA 01862

The said Extension, among other things, extends certain units under a lease dated October 1, 1980, recorded October 6, 1980 under Recordation No. 12276-B, as and should be recorded under the next available letter under Recordation No. 12276 which letter we believe is "-E".

A short summary of the Extension to appear in the Surface Transportation Board Index is as follows:

"Extension of certain units under lease."

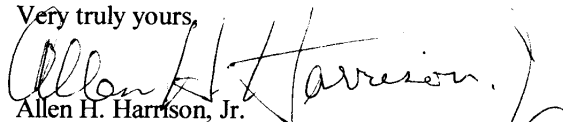
The units of equipment covered by the Extension are 192 boxcars, MEC20150-20349, excluding MEC20171, 20174, 20193, 20191, 20241, 20285, 20294 and 20302, casualty.

Note that the name of the Successor Lessor, State Street Bank and Trust Company, should be indexed separately in the STB Index Book for lessors (yellow pages), saying, "See Recordation No. 12276-E."

Enclosed is a check in the amount of twenty-eight dollars (\$28.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", followed by a large, sweeping flourish.

Allen H. Harrison, Jr.
Attorney for State Street Bank and Trust
Company, successor-in-interest to The
Connecticut Bank and Trust Company, for
the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8360-020

THIS MEMORANDUM OF LEASE EXTENSION, dated as of this 16th day of January, 2001, is made by STATE STREET BANK AND TRUST COMPANY, a Massachusetts banking corporation, as successor-in-interest to The Connecticut Bank and Trust Company, not in its individual capacity but solely as Owner Trustee, with an address at 2 Avenue de Lafayette, Boston, Massachusetts 02111-0124 (the "Lessor") and MAINE CENTRAL RAILROAD COMPANY, a Maine corporation, with an address at Iron Horse Park, No. Billerica, Massachusetts 01862 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of January 16 2001, covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Lease of Railroad Equipment originally dated as of October 1, 1980 (the "Lease"). Said Lease was filed with the Interstate Commerce Commission on October 6, 1980, and give recordation number 12276-B.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate and the respective interests therein of the Parties, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

STATE STREET BANK AND TRUST COMPANY,
not in its individual capacity but solely as Owner Trustee

By: Laura S. Cawley
Name: Laura S. Cawley
Title: Assistant Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MAINE CENTRAL RAILROAD COMPANY

By: Bruce K. Nelson
Name: Bruce K Nelson
Title: Director Mgmt & Cust Service

REGISTRATION NO. 12276-E FILED

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SUPREME TRANSPORTATION BOARD

SCHEDULE A

<u>Number of Units and Unit Description</u>	<u>Unit Mark and Numbers</u>
192 100-ton 50'6" XM Boxcars	MEC20150-MEC20349 (but excluding MEC20171, 20174, 20193, 20191, 20241, 20285, 20294 and 20302, which have been casualtied)